

RECORDATION NO.

FILED

17848-JJ

TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 9

Bill of Sale

DEC 29 '99

4:52 PM



THIS AGREEMENT, dated the 21st day of December, 1999, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and The Bank of New York, a New York Banking Corporation, as Successor Trustee (hereinafter called "Buyer"), as contemplated by the Ninth Supplement to Equipment Trust Agreement dated as of December 21, 1999, supplementing and amending the Equipment Trust Agreement dated as of June 30, 1992 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH:

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The railcars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By:

Neil O. Shoop
Treasurer

ATTEST:

Secretary
Vice President

R.S.

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 21st day of December, 1999 before me, personally appeared Neil O. Shoop, to me personally known, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Signature of Notary Public



My Commission expires:

b-s-tilc.9-9

EXHIBIT A

1. Railroad Car Lease Agreement, dated May 16, 1991, between Trinity Industries Leasing Company and Akzo Nobel, Inc. covering the following described railroad cars (Partial Rider 3):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|---------------------------------------|--------------------|
| 19 | 21,000 Gal. 111A100W6 Tank Cars | TILX 200128-200146 |

2. Railroad Car Lease Agreement, dated April 2, 1992, between Trinity Industries Leasing Company and Ag Processing Inc. covering the following described railroad cars (Partial Rider 1):

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|--------------------------------------|--------------------|
| 1 | 25,498 Gal. 111A100W1 Tank Car | TILX 250177 |

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

| <u>Quantity and Type</u> | <u>Class</u> | <u>Capacity</u> | <u>Initialed Car Numbers</u> | <u>Earliest Service</u> |
|------------------------------|--------------|-----------------|----------------------------------|-----------------------------|
| 19 Tank Cars | 111A100W6 | 21,000 Gal. | TILX 200128-200146 | 06/96 |
| 1 Tank Car | 111A100W1 | 25,498 Gal. | TILX 250177 | 06/93 |

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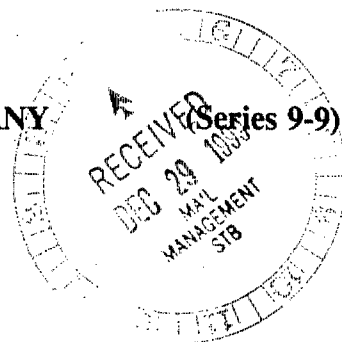
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TRINITY INDUSTRIES LEASING COMPANY

By:

Neil O. Shoop

Neil O. Shoop
Treasurer

ATTEST:

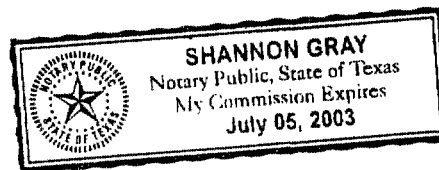
Jim S. Long
Secretary
Vice President

STATE OF TEXAS §
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